B1 (Official Form 1)(12/11)

United States Bankruptcy Court
Eastern District of Virginia

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle):	Name of Joint Debtor (Spouse) (Last, First, Middle):
Paxfire, Inc.	
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) **31-1818549**	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): **43490 Yukon Drive, Suite 102, Ashburn, VA** ZIP Code **20147**	Street Address of Joint Debtor (No. and Street, City, and State): ZIP Code
County of Residence or of the Principal Place of Business: **Loudoun**	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): ZIP Code	Mailing Address of Joint Debtor (if different from street address): ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above):	

Type of Debtor (Form of Organization) (Check one box)

- ☐ Individual (includes Joint Debtors) *See Exhibit D on page 2 of this form.*
- ■ Corporation (includes LLC and LLP)
- ☐ Partnership
- ☐ Other (If debtor is not one of the above entities, check this box and state type of entity below.)

Nature of Business (Check one box)

- ☐ Health Care Business
- ☐ Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)
- ☐ Railroad
- ☐ Stockbroker
- ☐ Commodity Broker
- ☐ Clearing Bank
- ■ Other

Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)

- ☐ Chapter 7
- ☐ Chapter 9
- ■ Chapter 11
- ☐ Chapter 12
- ☐ Chapter 13
- ☐ Chapter 15 Petition for Recognition of a Foreign Main Proceeding
- ☐ Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding

Chapter 15 Debtors

Country of debtor's center of main interests:

Each country in which a foreign proceeding by, regarding, or against debtor is pending:

Tax-Exempt Entity (Check box, if applicable)

- ☐ Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).

Nature of Debts (Check one box)

- ☐ Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."
- ■ Debts are primarily business debts.

Filing Fee (Check one box)

- ■ Full Filing Fee attached
- ☐ Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.
- ☐ Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.

Chapter 11 Debtors

Check one box:

- ☐ Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).
- ■ Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).

Check if:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than $2,343,300 *(amount subject to adjustment on 4/01/13 and every three years thereafter).*

Check all applicable boxes:

- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

Statistical/Administrative Information

- ■ Debtor estimates that funds will be available for distribution to unsecured creditors.
- ☐ Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

THIS SPACE IS FOR COURT USE ONLY

Estimated Number of Creditors

☐ 1-49	☐ 50-99	■ 100-199	☐ 200-999	☐ 1,000-5,000	☐ 5,001-10,000	☐ 10,001-25,000	☐ 25,001-50,000	☐ 50,001-100,000	☐ OVER 100,000

Estimated Assets

☐ $0 to $50,000	☐ $50,001 to $100,000	☐ $100,001 to $500,000	☐ $500,001 to $1 million	■ $1,000,001 to $10 million	☐ $10,000,001 to $50 million	☐ $50,000,001 to $100 million	☐ $100,000,001 to $500 million	☐ $500,000,001 to $1 billion	☐ More than $1 billion

Estimated Liabilities

☐ $0 to $50,000	☐ $50,001 to $100,000	☐ $100,001 to $500,000	☐ $500,001 to $1 million	■ $1,000,001 to $10 million	☐ $10,000,001 to $50 million	☐ $50,000,001 to $100 million	☐ $100,000,001 to $500 million	☐ $500,000,001 to $1 billion	☐ More than $1 billion

Voluntary Petition *(This page must be completed and filed in every case)*	Name of Debtor(s): **Paxfire, Inc.**

All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

Location Where Filed: **- None -**	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: **- None -**	Case Number:	Date Filed:
District:	Relationship:	Judge:

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).

X _____

Signature of Attorney for Debtor(s) (Date)

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

■ No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

■ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

_____

(Name of landlord that obtained judgment)

_____

(Address of landlord)

☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

☐ Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):
Paxfire, Inc.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

_____
Telephone Number (If not represented by attorney)

_____
Date

Signature of Attorney*

X **/s/ Kevin M. O'Donnell**
Signature of Attorney for Debtor(s)

Kevin M. O'Donnell VSB #30086
Printed Name of Attorney for Debtor(s)

Henry & O'Donnell, PC
Firm Name

300 N. Washington Street
Suite 204
Alexandria, VA 22314

Address

(703)548-2100 Fax: (703)548-2105
Telephone Number

December 14, 2012
Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X **/s/ Mark Lewyn**
Signature of Authorized Individual

Mark Lewyn
Printed Name of Authorized Individual

President
Title of Authorized Individual

December 14, 2012
Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11. United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

_____
Printed Name of Foreign Representative

_____
Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

_____
Printed Name and title, if any, of Bankruptcy Petition Preparer

_____
Social-Security number (If the bankrutpcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

_____
Address

X _____

_____
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person,or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. §110; 18 U.S.C. §156.

United States Bankruptcy Court
Eastern District of Virginia

In re **Paxfire, Inc.** Debtor(s)

Case No.

Chapter **11**

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, **Mark Lewyn**, declare under penalty of perjury that I am the **President** of **Paxfire, Inc.**, and that a special meeting of the Board of Directors of the company was called and was duly conducted on the 27th day of September, 2012, and that upon such special meeting the Board of Directors acknowledged and determined that it was in the best interests of the company to file a voluntary petition in the United States Bankruptcy Court for the Eastern District of Virginia, Alexandria Division, under Chapter 11 of Title 11 of the United States Code. Thereafter, the Board of Directors voted affirmatively to authorize management of the company to file a petition in bankruptcy pursuant to Title 11 of the United States Code.

Date **December 14, 2012**

Signed **/s/ Mark Lewyn**
Mark Lewyn

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B4 (Official Form 4) (12/07)

United States Bankruptcy Court
Eastern District of Virginia

In re **Paxfire, Inc.** Debtor(s)

Case No.

Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [*or* chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) *Name of creditor and complete mailing address including zip code*	(2) *Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted*	(3) *Nature of claim (trade debt, bank loan, government contract, etc.)*	(4) *Indicate if claim is contingent, unliquidated, disputed, or subject to setoff*	(5) *Amount of claim [if secured, also state value of security]*
Alan Sullivan 17567 Tobermory Place Leesburg, VA 20175	**Alan Sullivan 17567 Tobermory Place Leesburg, VA 20175**	**Severance Compensation**		**87,154.00**
Amy S. Kemon 19367 Wrenbury Lane Leesburg, VA 20175	**Amy S. Kemon 19367 Wrenbury Lane Leesburg, VA 20175**	**Accrued wages and benefits.**		**94,601.26**
Andrew Grosso & Associates 1101 30th Street, NW Suite 300 Washington, DC 20007	**Andrew Grosso & Associates 1101 30th Street, NW Suite 300 Washington, DC 20007**	**Trade Payable**		**116,721.00**
Bergeson, LLP 303 Almaden Boulevard Suite 500 San Jose, CA 95110	**Bergeson, LLP 303 Almaden Boulevard Suite 500 San Jose, CA 95110**	**Trade Payable**		**47,455.00**
Charter Communications 12405 Powerscourt Drive Saint Louis, MO 63131	**Charter Communications 12405 Powerscourt Drive Saint Louis, MO 63131**	**Arbitration Award**	**Disputed**	**498,340.00**
Doug Armentrout 16790 Michelson Drive Purcellville, VA 20132	**Doug Armentrout 16790 Michelson Drive Purcellville, VA 20132**	**Accrued wages and benefits.**		**127,820.07**
Equinix Australia Pty Ltd Co Reg No 09208070264 Unit B 639 Gardners Road Mascot NSW 2020, Australia	**Equinix Australia Pty Ltd Co Reg No 09208070264 Unit B 639 Gardners Road Mascot NSW 2020, Australia**	**Trade Payable**		**65,456.00**
Frontier 3 High Ridge Park Stamford, CT 06905	**Frontier 3 High Ridge Park Stamford, CT 06905**	**Trade Payable**		**66,481.00**
IBBS P.O. BOX 935070 Atlanta, GA 31193-5070	**IBBS P.O. BOX 935070 Atlanta, GA 31193-5070**	**Trade Payable**		**40,249.00**
Mark Lewyn 6255 North Kensington Street Mc Lean, VA 22101	**Mark Lewyn 6255 North Kensington Street Mc Lean, VA 22101**	**Accrued wages and benefits.**		**144,643.62**

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B4 (Official Form 4) (12/07) - Cont.

In re **Paxfire, Inc.** Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1) *Name of creditor and complete mailing address including zip code*	(2) *Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted*	(3) *Nature of claim (trade debt, bank loan, government contract, etc.)*	(4) *Indicate if claim is contingent, unliquidated, disputed, or subject to setoff*	(5) *Amount of claim [if secured, also state value of security]*
Meenakshi R. Bangad 43845 Centergate Drive Ashburn, VA 20148	**Meenakshi R. Bangad 43845 Centergate Drive Ashburn, VA 20148**	**Accrued wages and benefits.**		**83,404.75**
Meyer & Heeder Taunnusstr, 5A D-65183 Wiesbadan Germany	**Meyer & Heeder Taunnusstr, 5A D-65183 Wiesbadan Germany**	**Disputed Claim for Breach of Contract**	**Contingent Unliquidated Disputed**	**50,000.00**
Rogers 333 Bloor Street East, 10th Fl Toronto, Canada M4W 1G9 Canada	**Rogers 333 Bloor Street East, 10th Fl Toronto, Canada M4W 1G9 Canada**	**Trade Payable**		**103,375.00**
RRP, LLC c/o The Lenkin Co Mgmt Inc. 4922 St Elmo Avenue Bethesda, MD 20814	**RRP, LLC c/o The Lenkin Co Mgmt Inc. 4922 St Elmo Avenue Bethesda, MD 20814**	**2012-2015 Rent**	**Contingent Unliquidated**	**440,760.00**
Syed K. Rizvi 7007 Courtyard Way Warrenton, VA 20186	**Syed K. Rizvi 7007 Courtyard Way Warrenton, VA 20186**	**Accrued wages and benefits.**		**45,513.79**
T-Mobile P.O. BOX 94142 Seattle, WA 98124-6442	**T-Mobile P.O. BOX 94142 Seattle, WA 98124-6442**	**Trade Payable**		**75,873.00**
Verizon Business P.O. BOX 382123 Pittsburgh, PA 15250	**Verizon Business P.O. BOX 382123 Pittsburgh, PA 15250**	**Trade Payable**		**61,662.00**
Verizon, Legal Department Attn: General Counsel 1880 Campus Commons Drive Reston, VA 20191	**Verizon, Legal Department Attn: General Counsel 1880 Campus Commons Drive Reston, VA 20191**	**Trade Payable**		**1,008,622.00**
Vivian F. Ramsey-Boswell 7312 Iron Bit Drive Warrenton, VA 20186	**Vivian F. Ramsey-Boswell 7312 Iron Bit Drive Warrenton, VA 20186**	**Accrued wages and benefits.**		**47,560.61**
Windstream, Corp Procurement 4001 Rodney Oarham Road MS: B3F01-87C Little Rock, AR 72212	**Windstream, Corp Procurement 4001 Rodney Oarham Road MS: B3F01-87C Little Rock, AR 72212**	**Trade Payable**		**167,016.00**

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B4 (Official Form 4) (12/07) - Cont.

In re **Paxfire, Inc.** Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date **December 14, 2012** Signature **/s/ Mark Lewyn**

Mark Lewyn
President

Penalty for making a false statement or concealing property: Fine of up to $500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

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B6 Summary (Official Form 6 - Summary) (12/07)

United States Bankruptcy Court
Eastern District of Virginia

In re **Paxfire, Inc.**, Debtor

Case No. _____

Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	**Yes**	**1**	**0.00**		
B - Personal Property	**Yes**	**17**	**2,348,987.37**		
C - Property Claimed as Exempt	**No**	**0**			
D - Creditors Holding Secured Claims	**Yes**	**1**		**0.00**	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	**Yes**	**3**		**543,544.10**	
F - Creditors Holding Unsecured Nonpriority Claims	**Yes**	**24**		**3,196,273.32**	
G - Executory Contracts and Unexpired Leases	**Yes**	**3**			
H - Codebtors	**Yes**	**1**			
I - Current Income of Individual Debtor(s)	**No**	**0**			**N/A**
J - Current Expenditures of Individual Debtor(s)	**No**	**0**			**N/A**
Total Number of Sheets of ALL Schedules		**50**			
		Total Assets	**2,348,987.37**		
			Total Liabilities	**3,739,817.42**	

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Form 6 - Statistical Summary (12/07)

United States Bankruptcy Court
Eastern District of Virginia

In re **Paxfire, Inc.**, Debtor

Case No. _____

Chapter **11**

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C.§ 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

☐ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	**Amount**
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

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B6A (Official Form 6A) (12/07)

In re **Paxfire, Inc.**, Debtor

Case No. _____

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
None				

Sub-Total >	**0.00**	(Total of this page)
Total >	**0.00**	

0 continuation sheets attached to the Schedule of Real Property

(Report also on Summary of Schedules)

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B6B (Official Form 6B) (12/07)

In re **Paxfire, Inc.**, Debtor

Case No. _____

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

	Type of Property	NONE	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1.	Cash on hand	X			
2.	Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		**Almar Business Checking Account**	-	**5,335.18**
			Paxfire Commercial Bus Int Max - Savings	-	**410,040.08**
			Paxfire Business Checking	-	**327,227.14**
3.	Security deposits with public utilities, telephone companies, landlords, and others.		**RRP, LLC c/o The Lenkin CO 4922 A St. Elmo Ave Bethesda, MD 20814**	-	**11,537.16**
4.	Household goods and furnishings, including audio, video, and computer equipment.	X			
5.	Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6.	Wearing apparel.	X			
7.	Furs and jewelry.	X			
8.	Firearms and sports, photographic, and other hobby equipment.	X			
9.	Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10.	Annuities. Itemize and name each issuer.	X			

Sub-Total > **754,139.56**
(Total of this page)

4 continuation sheets attached to the Schedule of Personal Property

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B6B (Official Form 6B) (12/07) - Cont.

In re **Paxfire, Inc.**, Debtor

Case No. _____

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	NONE	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		**100% ownership of subsidiary Almar Networks, Inc,**	-	**Unknown**
		100% ownership of subsidiary Navit, Inc,	-	**Unknown**
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		**ABC Search**	-	**0.62**
		Admedia	-	**3,919.53**
		Admob	-	**731.44**
		Amazon	-	**1,947.45**
		AskJeeves	-	**1,128,725.26**
		BareFruit	-	**17.53**
		Commission Junction	-	**92,779.50**
		Frontier	-	**74,282.78**
		Google	-	**11,027.86**
		LinkShare Corp	-	**5,573.78**
		NameSpace	-	**273,931.39**
		Xerocole	-	**1,910.67**

Sub-Total > **1,594,847.81**
(Total of this page)

Sheet **1** of **4** continuation sheets attached to the Schedule of Personal Property

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B6B (Official Form 6B) (12/07) - Cont.

In re **Paxfire, Inc.**, Debtor

Case No. _____

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	NONE	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		**Potential causes of action for i) Patent or Trademark infringement, ii)Theft of Trade Secrets, iii) Defamation and/or iv) breach of contract.**	**-**	**Unknown**
		Claim for Breach of Contract, Unjust Enrichment and Quantum Meruit against Namespace Strategy Group, LLC. (Lawsuit pending in U.S. District Court, Southern Dist. of NY).	**-**	**Unknown**
		Claim against Charter Communications for theft of trade secrets and tortious interference with contractual rights and/or business expectancies.	**-**	**Unknown**
		Contingent right to payment arising from Agreement of sale of Patent #7,631,101 to Kiowa Innovations, LP.	**-**	**Unknown**

Sub-Total > **0.00**
(Total of this page)

Sheet **2** of **4** continuation sheets attached to the Schedule of Personal Property

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B6B (Official Form 6B) (12/07) - Cont.

In re **Paxfire, Inc.**, Debtor

Case No. _____

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	NONE	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Potential claims for i) tortious interference with contracts or business relatinships and expectancies, ii) defamation (libel & slander) and busines conspiracy. Such claims may be made or filed against any or all of the following parties: **Milberg LLP** **Reese Richman LLP** **The Electronic Frontier Foundation** **The International Computer Science Institute** **Peter Eckersley** **Vernon Paxson** **Nicholas Weaver** **Christian Kreibich** **Peter Seidman** **Sanford Dumont** **Charles Slidders** **Melissa Clark** **Kim Richman** **Michael Reese**	**-**	**Unknown**
		Counterclaims asserted for i) tortious interference with contracts or business relationships and expectancies, and ii) defamation (libel & slander) against Betsy Feist.	**-**	**Unknown**
22. Patents, copyrights, and other intellectual property. Give particulars.		**U.S. and Foreign Patents and Patent Applications (See Attached Exhibit to Sched. B)**	**-**	**Unknown**
		U.S. and Foreign Trademark Registrations and Applications (See Attached Exhibit to Sched. B)	**-**	**Unknown**
		All assets--business plans, domain names, trademarks and financial models--associated with a potential mobile keyword registration system.	**-**	**Unknown**
23. Licenses, franchises, and other general intangibles. Give particulars.	**X**			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	**X**			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	**X**			

Sub-Total > (Total of this page) **0.00**

Sheet **3** of **4** continuation sheets attached to the Schedule of Personal Property

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B6B (Official Form 6B) (12/07) - Cont.

In re **Paxfire, Inc.**, Debtor

Case No. _____

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	NONE	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		**Office Furniture & Equipment (See attached exhibit to Sched. B)**	-	**Unknown**
29. Machinery, fixtures, equipment, and supplies used in business.		**Misc. Computer Servers, routers, switches, etc. maintained at ISP's.**	-	**Unknown**
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total > **0.00**
(Total of this page)
Total > **2,348,987.37**

Sheet **4** of **4** continuation sheets attached to the Schedule of Personal Property

(Report also on Summary of Schedules)

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Paxfire, Inc.

Supplement to Question #22, Schedule B

PAXFIRE, INC. PATENT AND TRADEMARK PORTFOLIO SUMMARY

U.S. PATENT APPLICATIONS/ PATENTS

I. **U.S. Patent Application Number: 12/954,042**
U.S. Patent Application Publication Number: 2011/0072124
Title: Systems and Methods for Direction of Communication Traffic
Docket No.: PAX-101-03
Status: Before first Office Action – no impending due dates.
Projected first Office Action: May 2013.

II. **U.S. Patent Application Number: 12/947,400**
U.S. Patent Application Publication Number: 2011/0066724
Title: Systems and Methods for Direction of Communication Traffic
Docket No.: PAX-102-02
Status: Response to final Office Action due in USPTO 8 June 2012; extendible to 8 September 2012.

III. **U.S. Patent Application Number: 11/915,245**
U.S. Patent Application Publication Number: 2008/0201413
Title: Enhanced Features for Direction of Communication Traffic
Docket No.: PAX-104-US
Status: Response to final Office Action due in USPTO 12 June 2012; extendible to 12 September 2012.

IV. **U.S. Patent No.: 7,310,686**
U.S. Patent Application Number: 10/065,529
U.S. Patent Application Publication Number: 2004/0083307
Title: Apparatus and Method for Transparent Selection of an Internet Server Based on Geographic Location of a User
Docket No.: PAX-110
Status: Second Maintenance Fee due on 18 December 2014.

V. **U.S. Patent Application Number: 13/048,448**
U.S. Patent Application Publication Number: 2011/0166935
Title: Analysis and Monetization of Lookup Terms
Docket No.: PAX-112-01
Status: Response to first Office Action due in USPTO on 11 August 2012; extendible to 11 November 2012.

VI. **U.S. Patent No.: 7,933,951**
U.S. Patent Application Number: 12/161,093
U.S. Patent Application Publication Number: 2009/0013089
Title: Systems and Methods for Discerning and Controlling Communication Traffic
Docket No.: PAX-113-US
Status: First Maintenance Fee due on 26 October 2014.

VII. **U.S. Patent Application Number: 13/082,682**
U.S Patent Application Publication Number: 2011/0191495
Title: Systems and Methods for Discerning and Controlling Communication Traffic
Docket No.: PAX-113-US-01
Status: Response to final Office Action due in USPTO 6 June 2012; extendible to 8 October 2012.

VIII. **U.S. Patent Application Number: 12/529,982**
U.S. Patent Application Publication Number: 2010/0064047
Title: Internet Lookup Engine
Docket No.: PAX-114-US
Status: Response to first Office Action due in USPTO 5 June 2012; extendible to 5 September 2012.

IX. **U.S. Patent Number: 7,593,935**
U.S. Patent Application Number: 11/550,975
U.S. Patent Application Publication Number: 2008/0097980
Title: Methods and Systems for Node Ranking Based on DNS Session Data
Docket No.: PAX-116
Status: First Maintenance Fee due on 22 March 2013.

X. **U.S. Patent Number: 8,090,726**
U.S. Patent Application Number: 12541,663
U.S. Patent Application Publication Number: 2009/0319367
Title: Methods and Systems for Node Ranking Based on DNS Session Data
Docket No.: PAX-116-01
Status: First Maintenance Fee due on 3 July 2015.

XI. **PCT Patent Application Number: PCT/US2011/029209**
Publication Number: WO/2011/116381
Title: Rapid Navigation System for Mobile Devices
Docket No.: PAX-123-PCT
Status: National Stage Application deadline is 19 September 2012.

PAXFIRE, INC. PATENT PORTFOLIO SUMMARY

FOREIGN APPLICATIONS

I. PAX-103 Series

A. PAX-103-JP

Japanese Patent Number: 4,762,231

Status: Maintenance fee due in JPO on 17 June 2014.

B. PAX-103-MX

Mexican Patent Number: 281487

Status: Maintenance fee due in Mexican patent office on 4 May 2015.

II. PAX-104 Series

A. PAX-104-JP

Japanese Patent Number: 4,884,463

Status: Patented.

B. PAX-104-NZ

New Zealand Patent Number: 564396

Status: Maintenance Fee/Renewal due 23 May 2013.

III. PAX-113 Series

A. PAX-113-AU

Australian Patent Application Number: 2007207417

Status: Response to first Office Action due 21 May 2012; extendible up to 21 October 2012 by payment of monthly $110 fee.

B. PAX-113-CA

Canadian Patent Application Number: 2,637,413

Status: Before first Office Action. Annuity and Request for Examination due in CIPO by 19 January 2013.

IV. PAX-114 Series

A. PAX-114-AU

Australian Patent Application Number: 2008222906

Status: Response to first Office Action due in IPAU 21 May 2012; extendible to 21 October 2012 by payment of monthly $110 fee.

PAXFIRE, INC. TRADEMARK PORTFOLIO SUMMARY

U.S. TRADEMARK APPLICATIONS/REGISTRATIONS

I. **U.S. Trademark Registration Number: 3,543,184**
Mark: Paxfire (plain text)
Class: 42
Registration Date: 9 December 2008
Status: Section 8 or 15 filing deadline is 9 December 2014.

II. **U.S. Trademark Registration Number: 3,543,186**
Mark: Paxfire (with old logo)
Class: 42
Registration Date: 9 December 2008
Status: Section 8 or 15 filing deadline is 9 December 2014.

III. **U.S. Trademark Registration Number: 3,439,774**
Mark: Paxfire (with old logo and tag line: Generating New Revenue For Network Operators)
Class: 38
Registration Date: 3 June 2008
Status: Section 8 or 15 filing deadline is 3 June 2014.

IV. **U.S. Trademark Registration Number: 3,375,231**
Mark: Phish-Hook
Class: 38
Registration Date: 29 January 2008
Status: Section 8 or 15 filing deadline is 29 January 2014.

V. **U.S. Trademark Registration Number: 3,707,941**
Mark: Paxfire (with new/current logo)
Class: 38 and 42
Registration Date: 10 November 2009
Status: Section 8 or 15 filing deadline is 10 November 2015.

VI. U.S. Trademark Registration Number: 3,707,943
Mark: Paxfire (with new/current logo and tag line: Generating New Revenue For Network Operators)
Class: 38 and 42
Registration Date: 10 November 2009
Status: Section 8 or 15 filing deadline is 10 November 2015.

VII. U.S. Trademark Registration Number: 3,707,945
Mark: Paxfire (plain text)
Class: 38
Registration Date: 10 November 2009
Status: Section 8 or 15 filing deadline is 10 November 2015.

VIII. U.S. Trademark Registration Number: 4,054,449
Mark: NAVIT
Class: 38 and 42
Registration Date: 15 November 2011
Status: Section 8 or 15 filing deadline is 15 November 2017.

IX. U.S. Trademark Registration Number: 4,054,450
Mark: NAVIT (with logo)
Class: 38 and 42
Registration Date: 15 November 2011
Status: Section 8 or 15 filing deadline is 15 November 2017.

PAXFIRE, INC. TRADEMARK PORTFOLIO SUMMARY

FOREIGN TRADEMARK APPLICATIONS/REGISTRATIONS

I. **Australian Trademark Registration Number: 1346837**
Mark: NAVIT
Class: 42
Registration Date: 22 February 2010
Status: Renewal date is 22 February 2020

II. **European Community Trademark Registration Number: 8900557**
Mark: NAVIT
Class: 35, 38, and 42
Registration Date: 18 August 2010
Status: Renewal date is 18 August 2020

III. **Australian Trademark Registration Number: 1346838**
Mark: NAVIT (with logo)
Class: 42
Registration Date: 22 February 2010
Status: Renewal date is 22 February 2020

IV. **European Community Trademark Registration Number: 8900391**
Mark: NAVIT (with logo)
Class: 42
Registration Date: 18 August 2010
Status: Renewal date is 18 August 2020

Paxfire, Inc.

Supplement to Question #28, Schedule B

	Office	Equipment
1	Doug's Office	2 printers
		1 executive desk
		2 chairs
		1 sofa
		1 end table
		1 fan
		1 desktop
		2 monitors
		1 wipeboard
2	Matt's Old Office	1 File Cabinet
		1 Buffet Table
		1 Laptop
		1 Monitor
3	Sitting Area	2 arm chairs
		1 coffee table
		3 loveseat sofas
		3 wipeboards
4	Fileroom	NOTHING
5	Syed's Office	1 Wipeboard
		1 chair
		1 buffet table
		1 end table
		1 printer
		1 laptop
		1 monitor
		3 desktops
6	Vivian's Office	2 Chairs
		1 loveseat Sofa
		1 buffet table
		1 file cabinet
		1 laptop
7	Amy's office	1 desk
		1 buffet table
		1 bookcase
		1 filing cabinet
		1 arm chair
		2 laptop
		1 monitor
		1 desktop

		1	printer
		1	projector
8	Meenakshi's Office	2	Chairs
		1	Mac Desktop
		4	monitors
		1	desk
		3	desktops
		2	Ipads
9	IP Office	1	bookcase
		1	chair
		1	conference table
		3	monitors
		4	desktops
10	Open Space	9	Wipeboards
		1	table
		1	buffet tables
		1	round tables
		1	chair
		3	shelves
11	Operations office	2	buffet tables
		1	chair
		1	shelf
12	Mark's Office	1	executive desk
		2	laptops
		1	monitor
		2	chairs
		1	wipeboard
13	Small Conference room	1	Shelf
		1	Chair
14	Large Conference Room	1	buffet table
		1	projector
		2	chairs
		1	color printer
		1	polycom
15	Supply Room	1	Shredder
		2	copier/printers
		1	Deer Park Water dispenser

B6D (Official Form 6D) (12/07)

In re **Paxfire, Inc.**, Debtor

Case No. _____

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor" ,include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

■ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.			Value $					
Account No.			Value $					
Account No.			Value $					
Account No.			Value $					
			Subtotal (Total of this page)					
			Total (Report on Summary of Schedules)				**0.00**	**0.00**

0 continuation sheets attached

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B6E (Official Form 6E) (4/10)

In re **Paxfire, Inc.**, Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

■ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to $11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to $5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to $2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☐ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* *Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.*

2 continuation sheets attached

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B6E (Official Form 6E) (4/10) - Cont.

In re **Paxfire, Inc.**, Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY / AMOUNT ENTITLED TO PRIORITY
Account No. **Amy S. Kemon** **19367 Wrenbury Lane** **Leesburg, VA 20175**		-	**2012** **Accrued wages and benefits.**				**94,601.26**	**82,876.26** **11,725.00**
Account No. **Doug Armentrout** **16790 Michelson Drive** **Purcellville, VA 20132**		-	**2012** **Accrued wages and benefits.**				**127,820.07**	**116,095.07** **11,725.00**
Account No. **Mark Lewyn** **6255 North Kensington Street** **Mc Lean, VA 22101**		-	**2012** **Accrued wages and benefits.**				**144,643.62**	**132,918.62** **11,725.00**
Account No. **Meenakshi R. Bangad** **43845 Centergate Drive** **Ashburn, VA 20148**		-	**2012** **Accrued wages and benefits.**				**83,404.75**	**71,679.75** **11,725.00**
Account No. **Syed K. Rizvi** **7007 Courtyard Way** **Warrenton, VA 20186**		-	**2012** **Accrued wages and benefits.**				**45,513.79**	**33,788.79** **11,725.00**
			Subtotal (Total of this page)				**495,983.49**	**437,358.49** **58,625.00**

Sheet **1** of **2** continuation sheets attached to Schedule of Creditors Holding Unsecured Priority Claims

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B6E (Official Form 6E) (4/10) - Cont.

In re **Paxfire, Inc.**, Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY / AMOUNT ENTITLED TO PRIORITY
Account No. **Vivian F. Ramsey-Boswell** **7312 Iron Bit Drive** **Warrenton, VA 20186**		-	**2012** **Accrued wages and benefits.**				**47,560.61**	**35,835.61** **11,725.00**
Account No.								
Account No.								
Account No.								
Account No.								
Subtotal (Total of this page)							**47,560.61**	**35,835.61** **11,725.00**
Total (Report on Summary of Schedules)							**543,544.10**	**473,194.10** **70,350.00**

Sheet **2** of **2** continuation sheets attached to Schedule of Creditors Holding Unsecured Priority Claims

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B6F (Official Form 6F) (12/07)

In re **Paxfire, Inc.**, Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. **01 Communications** **5190 Golden Foothills Parkway** **El Dorado Hills, CA 95762**		-	**2012** **Trade Payable**				**602.52**
Account No. **01 Communications** **Attn: Brad Jenkins** **1515 K Street, Suite 100** **Sacramento, CA 95814**		-	**2012 - ?** **Contingent liability under contract.**	**X**	**X**		**Unknown**
Account No. **Alan Sullivan** **17567 Tobermory Place** **Leesburg, VA 20175**		-	**2012** **Severance Compensation**				**87,154.00**
Account No. **Amy S. Kemon** **19367 Wrenbury Lane** **Leesburg, VA 20175**		-	**2012** **Employee Expenses - unreimbursed**				**404.00**
						Subtotal (Total of this page)	**88,160.52**

23 continuation sheets attached

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In re **Paxfire, Inc.**, Debtor

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. **Andrew Grosso & Associates** **1101 30th Street, NW** **Suite 300** **Washington, DC 20007**		-	**2012** **Trade Payable**				**116,721.00**
Account No. **8290.002** **Bergeson, LLP** **303 Almaden Boulevard** **Suite 500** **San Jose, CA 95110**		-	**2012** **Trade Payable**				**47,455.00**
Account No. **Betsy Feist c/o Kim Richman** **875 Avenue of the Americas** **18th Floor** **New York, NY 10001**		-	**2011-2012** **Disputed Claim for Breach of Privacy.** **Subject to setoff.**	**X**	**X**	**X**	**Unknown**
Account No. **Big Air Group** **59 Buckingham Street** **Surry Hills, NSW 2000** **Australia**		-	**2012 - ?** **Contingent liability under contract.**	**X**	**X**		**Unknown**
Account No. **Big Air, Attn: General Counsel** **Level 1, 59 Buckingham Street** **Surry Hill, NSW 2010** **Australia**		-	**2012** **Trade Payable**				**388.00**

Sheet no. **1** of **23** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal (Total of this page) **164,564.00**

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. **102826** **Blake, Cassels, & Graydon, LLP** **45 O'Connor St., Ste 2000** **World Exchange Plaza** **Ottawa ON K1P 1A4 Canada**		-	**2012** **Trade Payable**				**593.00**
Account No. **Cavalier Telephone, LLC** **2134 West Laburnum Avenue** **Richmond, VA 23227**		-	**2012** **Trade Payable**				**5,950.60**
Account No. **Cavalier Telephone, LLC** **Attn: V.P. Marketing** **2134 West Laburnam Avenue** **Richmond, VA 23227**		-	**2012 - ?** **Contingent liability under contract.**	**X**	**X**		**Unknown**
Account No. **Charter Communications** **12405 Powerscourt Drive** **Saint Louis, MO 63131**		-	**2011-2012** **Potential Indemnity Claim** **Subject to setoff.**	**X**	**X**	**X**	**Unknown**
Account No. **Charter Communications** **12405 Powerscourt Drive** **Saint Louis, MO 63131**		-	**2012** **Arbitration Award**			**X**	**498,340.00**

Sheet no. **2** of **23** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal (Total of this page) **504,883.60**

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In re **Paxfire, Inc.**, Debtor

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. **Cincinatti Bell** **221 East Fourth Street** **RPC 103-1600** **Cincinnati, OH 45201**		-	**2012** **Trade Payable**				**33,689.00**
Account No. **Cincinatti Bell** **221 East Fourth Street** **RPC 103-1600** **Cincinnati, OH 45201**		-	**2012 - ?** **Contingent liability under contract.**	**X**	**X**		**Unknown**
Account No. **CISP** **3035 Moffat Road** **Toledo, OH 43615**		-	**2012** **Trade Payable**				**511.00**
Account No. **CISP** **Attn: Legal Department** **3035 Moffat Road** **Toledo, OH 43615**		-	**2012 - ?** **Contingent liability under contract.**	**X**	**X**		**Unknown**
Account No. **Cogent** **1015 31st Street, NW** **Washington, DC 20007**		-	**2012** **Trade Payable**				**15,553.00**

Sheet no. **3** of **23** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal (Total of this page) **49,753.00**

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In re **Paxfire, Inc.**, Debtor

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. **Cogent Communications, Inc. Attn: Legal Department 1015 31st Street, NW Washington, DC 20007**		-	**2012 - ? Contingent liability under contract.**	X	X		**Unknown**
Account No. **Core Communications 209 West Street Suite 302 Annapolis, MD 21401**		-	**2012 - ? Contingent liability under contract.**	X	X		**Unknown**
Account No. **Core Tel 209 West Street Suite 302 Annapolis, MD 21401**		-	**2012 Trade Payable**				**23.00**
Account No. **DN Lookup c/o Michael Lee 8100 Augusta Drive. Suite 250 Houston, TX 77057**		-	**2011-2012 Disputed Claim for Patent Infringement**			X	**Unknown**
Account No. **Doug Armentrout 16790 Michelson Drive Purcellville, VA 20132**		-	**2012 Employee Expenses - unreimbursed**				**1,269.20**

Sheet no. **4** of **23** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal (Total of this page) **1,292.20**

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In re **Paxfire, Inc.**, Debtor

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. **DynDNS** **150 Tow Street Tower 2** **Manchester, NH 03101**		-	**2012** **Trade Payable**				**4,780.00**
Account No. **DynDNS** **1230 Elm Street** **5th Floor** **Manchester, NH 03101**		-	**2012 - ?** **Contingent liability under contract.**	**X**	**X**		**Unknown**
Account No. **Earthlink** **1375 Peachtree Street Level A** **Atlanta, GA 30309**		-	**2012** **Trade Payable**				**24,449.00**
Account No. **Earthlink** **1375 Peachtree Street Level A** **Atlanta, GA 30309**		-	**2012 - ?** **Contingent liability under contract.**	**X**	**X**		**Unknown**
Account No. **Electronic Frontier Foundation** **454 Shotwell Street** **San Francisco, CA 94110**		-	**2012** **Disputed claim for discovery costs**	**X**	**X**	**X**	**Unknown**

Sheet no. **5** of **23** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal (Total of this page) **29,229.00**

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In re **Paxfire, Inc.**, Debtor

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. **ENAI** **1101 McGavock Street** **Nashville, TN 37203**		-	**2012** **Trade Payable**				**6,400.00**
Account No. **ENAI** **Attn: Contract Administration** **1101 McGavock Street** **Nashville, TN 37203**		-	**2012 - ?** **Contingent liability under contract.**	**X**	**X**		**Unknown**
Account No. **6276** **Equinix** **4252 Solutions Center** **Chicago, IL 60677**		-	**2012** **Trade payable.**				**3,383.00**
Account No. **5260** **Equinix Australia Pty Ltd** **Co Reg No 09208070264 Unit B** **639 Gardners Road** **Mascot NSW 2020, Australia**		-	**2012** **Trade Payable**				**65,456.00**
Account No. **Excella Communications** **Attn: Jason Koenders** **1700 S. Main Street** **Las Vegas, NV 89104**		-	**2012 - ?** **Contingent liability under contract.**	**X**	**X**		**Unknown**

Sheet no. **6** of **23** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal (Total of this page) **75,239.00**

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In re **Paxfire, Inc.**, Debtor

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. **Excellacom** **1700 S Main Street** **Las Vegas, NV 89104**		-	**2012** **Trade Payable**				**1.00**
Account No. **1040567** **Expedient** **Lockbox 9886** **PO Box 8500** **Philadelphia, PA 19178**		-	**2012** **Trade Payable**				**139.00**
Account No. **Fibernet** **1200 Greenbrier Street** **Charleston, WV 25311**		-	**2012** **Trade Payable**				**490.00**
Account No. **US3700521** **Foundation IP** **Accounts Receivable Dept.** **CH 16526** **Palatine, IL 60055**		-					**975.00**
Account No. **Frontier** **3 High Ridge Park** **Stamford, CT 06905**		-	**2012** **Trade Payable**				**66,481.00**
Sheet no. **7** of **23** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	**68,086.00**

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In re **Paxfire, Inc.**, Debtor

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. **Frontier** **Attn: Assoc. Gen. Counsel** **180 South Clinton Avenue** **Rochester, NY 14646**		-	**20012 - ?** **Contingent liability under contract.**	**X**	**X**		**Unknown**
Account No. **G.W. Wireless** **2727 North Plaza Drive** **Rapid City, SD 57702**		-	**2012** **Trade Payable**				**2.00**
Account No. **Global Crossing** **225 Kenneth Drive** **Rochester, NY 14623**		-	**2012** **Trade Payable**				**1,229.00**
Account No. **Global Crossing** **200 Park Avenue** **Suite 300** **Florham Park, NJ 07932**		-	**2012 - ?** **Contingent liability under contract.**	**X**	**X**		**Unknown**
Account No. **GlobalPops** **Eight Penn Center West** **Suite 101** **Pittsburgh, PA 15276**		-	**2012** **Trade Payable**				**4,205.00**

Sheet no. **8** of **23** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal (Total of this page) **5,436.00**

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In re **Paxfire, Inc.**, Debtor

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. **GlobalPops** **625 Mount Lebanon Blvd.** **Pittsburgh, PA 15234**		-	**2012 - ?** **Contingent liability under contract.**	X	X		**Unknown**
Account No. **GVT (Pop Internet)** **Rua Lourenco** **Pinto, 299** **Curitiba Parana, Brazil**		-	**2012** **Trade Payable**				**1.00**
Account No. **GVT (Pop Internet)** **Rua Lourenco** **Pinto, 299** **Curitiba Parana, Brazil**		-	**2012 - ?** **Contingent liability under contract.**	X	X		**Unknown**
Account No. **2656700800** **Hewlett-Packard Financial Svcs** **P.O. Box 403265** **Atlanta, GA 30384-3265**		-	**2012** **Trade Account**				**33,912.00**
Account No. **Hughes** **11717 Exploration Lane** **Gaithersburg, MD 20878**		-	**2012** **Trade Payable**				**23,425.00**

Sheet no. **9** of **23** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal (Total of this page) **57,338.00**

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In re **Paxfire, Inc.**, Debtor

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. **Hughes Network Systems, Inc.** **Attn: General Counsel** **11717 Exploration Lane** **Gaithersburg, MD 20878**		-	**2012 - ?** **Contingent liability under contract.**	X	X		**Unknown**
Account No. **IBBS** **P.O. BOX 935070** **Atlanta, GA 31193-5070**		-	**2012** **Trade Payable**				**40,249.00**
Account No. **ICOA, Inc.** **Webcenter, Inc** **111 Airport Road** **Warwick, RI 02889**		-	**2012 - ?** **Contingent liability under contract.**	X	X		**Unknown**
Account No. **Ikano** **124 N Charles Lindbergh Drive** **Salt Lake City, UT 84116-2820**		-	**2012** **Trade Payable**				**266.00**
Account No. **Ikano Communications** **265 East 100 South** **Suite 245** **Salt Lake City, UT 84111**		-	**2012 - ?** **Contingent liability under contract.**	X	X		**Unknown**

Sheet no. **10** of **23** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal (Total of this page) **40,515.00**

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In re **Paxfire, Inc.**, Debtor

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. **Insight** **810 Seventh Avenue** **New York, NY 10019**		-	**2012** **Trade Payable**				**17,330.00**
Account No. **Insight Communications Co.** **Attn: V.P. Administration** **810 7th Avenue** **New York, NY 10019**		-	**2012 - ?** **Contingent liability under contract.**	**X**	**X**		**Unknown**
Account No. **Integrated Broadband Services** **200 Chastain Center Drive** **Suite 200** **Kennesaw, GA 30144**		-	**2012 - ?** **Contingent liability under contract.**	**X**	**X**		**Unknown**
Account No. **8670636** **Internap Network Services** **Dept 0526** **PO Box 120526** **Dallas, TX 75312**		-	**2012** **Trade Payable**				**3,395.00**
Account No. **Iowa Telecom** **403 West 4th Street North** **Newton, IA 50208**		-	**2012** **Trade Payable**				**1.00**

Sheet no. **11** of **23** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal (Total of this page) **20,726.00**

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. **Iowa Telecom** **403 West 4th Street North** **Legal Department** **Newton, IA 50208**		-	**2012 - ?** **Contingent liability under contract.**	X	X		**Unknown**
Account No. **Localnet** **325325 Hampton Hill Drive** **Williamsville, NY 14221**		-	**2012** **Trade Payable**				**626.00**
Account No. **Localnet Corporation** **Attn: David Kaplan** **325 Hampton Hill Drive** **Williamsville, NY 14221**		-	**2012 - ?** **Contingent liability under contract.**	X	X		**Unknown**
Account No. **Mark Lewyn** **6255 North Kensington Street** **Mc Lean, VA 22101**		-	**2012** **Employee Expenses - unreimbursed**				**1,750.00**
Account No. **Megapath** **Dept 0324** **P.O. BOX 120324** **Dallas, TX 75312-0324**		-	**2012** **Trade Payable**				**1,025.00**

Sheet no. **12** of **23** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal (Total of this page) **3,401.00**

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. **Megapath** **Attn: Legal Department** **555 Anton Blvd, Suite 200** **Costa Mesa, CA 92626**		-	**2012 - ?** **Contingent liability under contract.**	X	X		**Unknown**
Account No. **Meyer & Heeder** **Taunnusstr, 5A** **D-65183 Wiesbadan** **Germany**		-	**2012** **Disputed Claim for Breach of Contract**	X	X	X	**50,000.00**
Account No. **08-115LA** **Miyagawa Int'l Patent Firm** **6F Fuji Bldg 19** **Aizumi-Cho Shinjuku-ku** **Tokyo 160-0005 Japan**		-	**2012** **Trade Payable**				**3,819.00**
Account No. **PA48A01/P-EP/WO** **Muller,Fottner & Steinecke** **PF/PO BOX 1140** **52412 Julich**		-	**2012** **Trade Payable**				**281.00**
Account No. **New York Connect** **317 Madison Avenue, #907** **New York, NY 10017**		-	**2012 - ?** **Contingent liability under contract.**	X	X		**Unknown**

Sheet no. **13** of **23** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal (Total of this page) **54,100.00**

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. **NY Connect** **317 Madison Avenue** **New York, NY 10017**		-	**2012** **Trade Payable**				**2.00**
Account No. **One Communications** **100 Chestnut Street** **7th Floor** **Rochester, NY 14604**		-	**2012** **Trade Payable**				**6,026.00**
Account No. **One Communications Corp.** **Attn: General Counsel** **220 Bear Hill Road** **Waltham, MA 02451**		-	**2012 - ?** **Contingent liability under contract.**	**X**	**X**		**Unknown**
Account No. **Optus** **1 Lyonpark Road** **Macquarie Park, NSW 2113** **Australia**		-	**2012** **Trade Payable**				**34,398.00**
Account No. **Oury Clark Solicitors** **10 John Street** **London WC1N 2EB DX 84** **London, Chancery Lane**		-	**2012** **Trade Payable**				**990.00**

Sheet no. **14** of **23** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal (Total of this page) **41,416.00**

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. **Pac-West Telecomm, Inc.** **4210 Coronado Avenue** **Stockton, CA 95204**		-	**2012 - ?** **Contingent liability under contract.**	X	X		**Unknown**
Account No. **138639** **Pepper Hamilton** **Suite 100 4 Park Plaza** **Irvine, CA 92614-5955**		-	**2012** **Trade Payable**				**17,108.00**
Account No. **Potomac Patent Group** **P.O. BOX 270** **Fredericksburg, VA 22404**		-	**2012** **Trade Payable**				**4,602.00**
Account No. **Primus** **5343 Dundas St W #400** **Toronto, ON M9B 6H8** **Canada**		-	**2012** **Trade Payable**				**622.00**
Account No. **Primus Telecom Canada** **5343 Dundas St W #400** **Etobicoke, Ontario, M9B 6K5** **Canada**		-	**2012 - ?** **Contingent liability under contract.**	X	X		**Unknown**

Sheet no. **15** of **23** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal (Total of this page) **22,332.00**

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B6F (Official Form 6F) (12/07) - Cont.

In re **Paxfire, Inc.**, Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. **RCN** **196 Van Buren Street** **Herndon, VA 20170**		-	**2012** **Trade Payable**				**7,711.00**
Account No. **Roger Communications** **333 Bloor Street East, 10th Fl** **Toronto, Ontario M4W 1G9** **Canada**		-	**2012 - ?** **Contingent liability under contract.**	**X**	**X**		**Unknown**
Account No. **Rogers** **333 Bloor Street East, 10th Fl** **Toronto, Canada M4W 1G9** **Canada**		-	**2012** **Trade Payable**				**103,375.00**
Account No. **RRP, LLC** **c/o The Lenkin Co Mgmt Inc.** **4922 St Elmo Avenue** **Bethesda, MD 20814**		-	**2012-2015 Rent**	**X**	**X**		**440,760.00**
Account No. **ServerPlus** **P.O. BOX 970842** **Orem, UT 84097**		-	**2012** **Trade Payable**				**211.00**

Sheet no. **16** of **23** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal (Total of this page) **552,057.00**

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B6F (Official Form 6F) (12/07) - Cont.

In re **Paxfire, Inc.**, Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. **ServerPlus, LLC** **Attn: Layne Sisk** **766 South 400 East** **Orem, UT 84097**		-	**2012 - ?** **Contingent liability under contract.**	X	X		**Unknown**
Account No. **Sing Tel Optus PTY, Ltd** **1 Lyonpark Road** **Macquarie Park, NSW 2113** **Australia**		-	**2012 - ?** **Contingent liability under contract.**	X	X		**Unknown**
Account No. **Spacenet** **1750 Old Meadow Road** **Mc Lean, VA 22102**		-	**2012** **Trade Payable**				**1,134.00**
Account No. **Spacenet** **Attn: General Counsel** **1750 Old Meadow Road** **Mc Lean, VA 22102**		-	**2012 - ?** **Contingent liability under contract.**	X	X		**Unknown**
Account No. **Sprint** **P.O. BOX 871885** **Kansas City, MO 64187-1885**		-	**2012** **Trade Payable**				**1,428.00**
Sheet no. **17** of **23** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	**2,562.00**

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B6F (Official Form 6F) (12/07) - Cont.

In re **Paxfire, Inc.**, Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. **Sprint Legal Department KSOPHT0101-z4100 6391 Sprint Parkway Overland Park, KS 66251**		-	**2012 - ? Contingent liability under contract.**	X	X		**Unknown**
Account No. **Sprint Nextel 2001 Edmund Halley Drive Reston, VA 20191**		-	**2012 - ? Contingent liability under contract.**	X	X		**Unknown**
Account No. **Sprint Wireless P.O. BOX 871197 Kansas City, MO 64187-1197**		-	**2012 Trade Payable**				**6,057.00**
Account No. **T-Mobile P.O. BOX 94142 Seattle, WA 98124-6442**		-	**2012 Trade Payable**				**75,873.00**
Account No. **T-Mobile T-Mobile Bankruptcty Team PO Box 53410 Bellevue, WA 98015-3410**		-	**2012 - ? Contingent liability under contract.**	X	X		**Unknown**

Sheet no. **18** of **23** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal (Total of this page) **81,930.00**

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B6F (Official Form 6F) (12/07) - Cont.

In re **Paxfire, Inc.**, Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. **Telepacific** **515 South Flower Street** **Suite 4700** **Los Angeles, CA 90071**		-	**2012** **Trade Payable**				**205.00**
Account No. **Telepacific** **Attn: General Counsel** **515 South Flower St., 47th Fl,** **Los Angeles, CA 90071**		-	**2012 - ?** **Contingent liability under contract.**	**X**	**X**		**Unknown**
Account No. **Time Warner** **10475 Park Meadows Drive** **Lone Tree, CO 80124**		-	**2012** **Trade Payable**				**3,441.00**
Account No. **Time Warner Telecom Holdings** **Attn: Deputy Gen. Counsel** **10475 Park Meadows Drive** **Littleton, CO 80124**		-	**2012 - ?** **Contingent liability under contract.**	**X**	**X**		**Unknown**
Account No. **US Lec Corp.** **600 Willowbrook Office Park** **Silver Springs, NY 14550**		-	**2012** **Trade Payable**				**19,457.00**

Sheet no. **19** of **23** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal (Total of this page) **23,103.00**

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B6F (Official Form 6F) (12/07) - Cont.

In re **Paxfire, Inc.**, Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. **US Lec Corp.** **Attn: General Counsel** **6801 Morrison Blvd.** **Charlotte, NC 28210**		-	**2012 - ?** **Contingent liability under contract.**	X	X		**Unknown**
Account No. **Verizon** **One Verizon Way** **Basking Ridge, NJ 07920**		-	**2011-2012** **Contingent claim for breach of contract.**	X	X		**Unknown**
Account No. **Verizon Business** **P.O. BOX 382123** **Pittsburgh, PA 15250**		-	**2012** **Trade Payable**				**61,662.00**
Account No. **Verizon, Legal Department** **Attn: General Counsel** **1880 Campus Commons Drive** **Reston, VA 20191**		-	**2012** **Trade Payable**				**1,008,622.00**
Account No. **Versatel** **Niederkasseleer Lohweg 181-183** **40547 Dussekdorf**		-	**2012** **Trade Payable**				**19.00**

Sheet no. **20** of **23** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal (Total of this page) **1,070,303.00**

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B6F (Official Form 6F) (12/07) - Cont.

In re **Paxfire, Inc.**, Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. **Versatel Service GmbH** **Niederkasseleer Lohweg 181-183** **40547 Lusseldorf**		-	**2012 - ?** **Contingent liability under contract.**	X	X		**Unknown**
Account No. **Paxf001** **Webcenter** **111 Airport Road** **Warwick, RI 02889**		-	**2012** **Trade Payable**				**360.00**
Account No. **Wide Open West** **7887 East Belleview Avenue** **Suite 1000** **Englewood, CO 80111**		-	**2012** **Trade Payable**				**1,935.00**
Account No. **Wide Open West Finance** **7887 East Belleview Avenue** **Suite 1000** **Englewood, CO 80111**		-	**2012 - ?** **Contingent liability under contract.**	X	X		**Unknown**
Account No. **29558-007** **Wilson Sonsini Goodrich** **650 Page Mill Road** **Palo Alto, CA 94304-1050**		-	**2012** **Trade Payable**				**29,589.00**

Sheet no. **21** of **23** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal (Total of this page) **31,884.00**

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B6F (Official Form 6F) (12/07) - Cont.

In re **Paxfire, Inc.**, Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. **Windstream Communications** **4001 Rodney Oarham Road** **MS: B3F01-87C** **Little Rock, AR 72212**		-	**2012 - ?** **Contingent liability under contract.**	X	X		**Unknown**
Account No. **Windstream, Corp Procurement** **4001 Rodney Oarham Road** **MS: B3F01-87C** **Little Rock, AR 72212**		-	**2012** **Trade Payable**				**167,016.00**
Account No. **WispNet** **75 Remittance Drive Suite 6613** **Chicago, IL 60675**		-	**2012** **Trade Payable**				**2.00**
Account No. **WispNet** **Presidenr, Data Services** **250 West Main St., Suite 1920** **Lexington, KY 40507**		-	**2012 - ?** **Contingent liability under contract.**	X	X		**Unknown**
Account No. **XO** **13865 Sunrise Valley Drive** **Herndon, VA 20171-4661**		-	**2012** **Trade Payable**				**4,795.00**

Sheet no. **22** of **23** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal (Total of this page) **171,813.00**

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B6F (Official Form 6F) (12/07) - Cont.

In re **Paxfire, Inc.**, Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. **40000000193458** **XO Communications** **8851 Sandy Parkway** **Sandy, UT 84070**		-	**2012** **Trade Payable**				**34,937.00**
Account No. **XO Holdings, Inc.** **11111 Sunset Hills Road** **Reston, VA 20190**		-	**2012 - ?** **Contingent liability under contract.**	**X**			**Unknown**
Account No. **Zayo** **P.O. BOX 952136** **Dallas, TX 75395-2136**		-	**2012** **Trade Payable**				**1,213.00**
Account No. **Zayo Managed Services, LLC** **Attn: General Counsel** **901 Front Street, Suite 200** **Louisville, CO 80027**		-	**2012 - ?** **Contingent liability under contract.**	**X**	**X**		**Unknown**
Account No.							

Sheet no. **23** of **23** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal (Total of this page) **36,150.00**

Total (Report on Summary of Schedules) **3,196,273.32**

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B6G (Official Form 6G) (12/07)

In re **Paxfire, Inc.**, Debtor

Case No. _____

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
01 Communications Attn: Brad Jenkins 1515 K Street, Suite 100 Sacramento, CA 95814	**Paxfire Services Agreement.**
Alpha Global Partners Pty Ltd 1888 Kalakau Avenue Honolulu, HI 96815	**Unexpired sales commission agreement.**
Cavalier Telephone, LLC Attn: V.P. Marketing 2134 West Laburnam Avenue Richmond, VA 23227	**Paxfire Services Agreement.**
Chesapeake Industrial P.O. BOX 128 Perry Hall, MD 21128-0128	**Lease of Telephone System/Equipment**
Cincinatti Bell 221 East Fourth Street RPC 103-1600 Cincinnati, OH 45201	**Paxfire Services Agreement**
CISP Attn: Legal Department 3035 Moffat Road Toledo, OH 43615	**Paxfire Services Agreement.**
Core Communications 209 West Street Suite 302 Annapolis, MD 21401	**Paxfire Services Agreement.**
DynDNS 1230 Elm Street 5th Floor Manchester, NH 03101	**Paxfire Services Agreement.**
Earthlink 1375 Peachtree Street Level A Atlanta, GA 30309	**Paxfire Services Agreement,**
Equinix Australia Pty Ltd Co Reg No 09208070264 Unit B 639 Gardners Road Mascot NSW 2020, Australia	**Lease of Business/Computer Equipment**

_____ continuation sheets attached to Schedule of Executory Contracts and Unexpired Leases

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In re **Paxfire, Inc.**, Debtor

Case No. _____

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Fibernet **1200 Greenbrier Street** **Charleston, WV 25311**	**Paxfire Services Agreement.**
Frontier Communications **Attn: Assoc. Gen. Counsel** **180 South Clinton Avenue** **Rochester, NY 14646**	**Paxfire Services Agreement.**
GlobalPops **625 Mount Lebanon Blvd.** **Pittsburgh, PA 15234**	**Paxfire Services Agreement.**
Hewlett-Packard Financial Svcs **P.O. Box 403265** **Atlanta, GA 30384-3265**	**Lease of Business/Computer Equipment**
ICOA, Inc. **Webcenter, Inc** **111 Airport Road** **Warwick, RI 02889**	**Paxfire Services Agreement.**
Mark Lewyn **6255 North Kensington Street** **Mc Lean, VA 22101**	**Employment Contract**
Megapath **Attn: Legal Department** **555 Anton Blvd, Suite 200** **Costa Mesa, CA 92626**	**Paxfire Services Agreement.**
New York Connect **317 Madison Avenue, #907** **New York, NY 10017**	**Paxfire Services Agreement.**
One Communications Corp. **Attn: General Counsel** **220 Bear Hill Road** **Waltham, MA 02451**	**Paxfire Services Agreement.**
Pac-West Telecomm, Inc. **4210 Coronado Avenue** **Stockton, CA 95204**	**Paxfire Services Agreement.**
Roger Communications **333 Bloor Street East, 10th Fl** **Toronto, Ontario M4W 1G9** **Canada**	**Paxfire Services Agreement.**
RRP, LLC **c/o The Lenkin Co Mgmt Inc.** **4922 St Elmo Avenue** **Bethesda, MD 20814**	**Lease of office space at** **43490 Yukon Drive** **Suite 102** **Asburn, VA**

Sheet **1** of **2** continuation sheets attached to the Schedule of Executory Contracts and Unexpired Leases

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In re **Paxfire, Inc.**, Debtor

Case No. _____

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
ServerPlus, LLC **Attn: Layne Sisk** **766 South 400 East** **Orem, UT 84097**	**Paxfire Services Agreement.**
Spacenet **Attn: General Counsel** **1750 Old Meadow Road** **Mc Lean, VA 22102**	**Paxfire Services Agreement.**
Sprint Nextel **2001 Edmund Halley Drive** **Reston, VA 20191**	**Paxfire Services Agreement.**
T-Mobile **T-Mobile Bankruptcty Team** **PO Box 53410** **Bellevue, WA 98015-3410**	**Paxfire Services Agreement.**
US Lec Corp. **Attn: General Counsel** **6801 Morrison Blvd.** **Charlotte, NC 28210**	**Paxfire Services Agreement.**
Verizon **One Verizon Way** **Basking Ridge, NJ 07920**	**Paxfire Services Agreement.**
Windstream Communications **4001 Rodney Oarham Road** **MS: B3F01-87C** **Little Rock, AR 72212**	**Paxfire Services Agreement.**
WispNet **Presidenr, Data Services** **250 West Main St., Suite 1920** **Lexington, KY 40507**	**Paxfire Services Agreement.**
Xerocole **1942 Broadway□□Suite 319□□** **Boulder, CO 80302**	**Paxfire Services Agreement.**
Zayo Managed Services, LLC **Attn: General Counsel** **901 Front Street, Suite 200** **Louisville, CO 80027**	**Paxfire Services Agreement.**

Sheet **2** of **2** continuation sheets attached to the Schedule of Executory Contracts and Unexpired Leases

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B6H (Official Form 6H) (12/07)

In re **Paxfire, Inc.**, Debtor

Case No. _____

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

■ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR

0 _____ continuation sheets attached to Schedule of Codebtors

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United States Bankruptcy Court
Eastern District of Virginia

In re **Paxfire, Inc.** Debtor(s) Case No. Chapter **11**

BUSINESS INCOME AND EXPENSES

FINANCIAL REVIEW OF THE DEBTOR'S BUSINESS (NOTE: ONLY INCLUDE information directly related to the business operation.)

PART A - GROSS BUSINESS INCOME FOR PREVIOUS 12 MONTHS:

1. Gross Income For 12 Months Prior to Filing:	$ **6,399,703.98**	

PART B - ESTIMATED AVERAGE FUTURE GROSS MONTHLY INCOME:

2. Gross Monthly Income		$ **200,000.00**

PART C - ESTIMATED FUTURE MONTHLY EXPENSES:

3. Net Employee Payroll (Other Than Debtor)	$ **47,307.00**
4. Payroll Taxes	**1,529.00**
5. Unemployment Taxes	**0.00**
6. Worker's Compensation	**0.00**
7. Other Taxes	**0.00**
8. Inventory Purchases (Including raw materials)	**0.00**
9. Purchase of Feed/Fertilizer/Seed/Spray	**0.00**
10. Rent (Other than debtor's principal residence)	**0.00**
11. Utilities	**700.00**
12. Office Expenses and Supplies	**0.00**
13. Repairs and Maintenance	**0.00**
14. Vehicle Expenses	**0.00**
15. Travel and Entertainment	**0.00**
16. Equipment Rental and Leases	**0.00**
17. Legal/Accounting/Other Professional Fees	**0.00**
18. Insurance	**6,667.00**
19. Employee Benefits (e.g., pension, medical, etc.)	**0.00**

20. Payments to Be Made Directly By Debtor to Secured Creditors For Pre-Petition Business Debts (Specify):

DESCRIPTION	TOTAL
ISP Revenue Share	**142,000.00**

21. Other (Specify):

DESCRIPTION	TOTAL
HSa Payment	**3,000.00**

22. Total Monthly Expenses (Add items 3-21)	$ **201,203.00**

PART D - ESTIMATED AVERAGE NET MONTHLY INCOME:

23. AVERAGE NET MONTHLY INCOME (Subtract item 22 from item 2)	$ **-1,203.00**

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B6 Declaration (Official Form 6 - Declaration). (12/07)

United States Bankruptcy Court
Eastern District of Virginia

In re **Paxfire, Inc.** Debtor(s)

Case No.

Chapter **11**

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **52** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **December 14, 2012**

Signature **/s/ Mark Lewyn**
Mark Lewyn
President

Penalty for making a false statement or concealing property: Fine of up to $500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

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B7 (Official Form 7) (12/12)

United States Bankruptcy Court
Eastern District of Virginia

In re **Paxfire, Inc.** Debtor(s)

Case No.

Chapter **11**

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any persons in control of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(2), (31).

1. Income from employment or operation of business

None ☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
$6,399,703.98	**2012 - Income from Business Operations**
$11,151,201.46	**2011 - Income from Business Operations**
$18,556,739.00	**2010 - Income from Business Operations**

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2. Income other than from employment or operation of business

None ☐ State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
$200,000.00	**General Journal 5/4/2012 Money from Patent Sold**

3. Payments to creditors

None ■ ***Complete a. or b., as appropriate, and c.***

a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than $600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING

None ☐ b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than $5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Miscellaneous	**See attached Check Register for disbursements made within 90 days of filing.**	**$0.00**	**$0.00**

None ■ c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING

4. Suits and administrative proceedings, executions, garnishments and attachments

None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Paxfire, Inc. v. Namespace Strategy Group, LLC	**Lawsuit**	**United States District Court, Southern District of New York**	**Pending**

* *Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.*

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CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
DN Lookup Technologies, LLC v. Paxfire Inc. Case #1:12-cv-00296-UNA	**Complaint for Patent Infringement**	**United States District Court, District of Delaware**	**Pending**
Charter Communications Operating, LLC v. Paxfire, Inc. JAMS No. 1340007737	**Arbitration Proceeding**	**JAMS**	**Arbitration award entered against Paxfire.**
Paxfire, Inc. v. Charter Communications Operating, Inc. Case No. 73471	**Lawsuit**	**Commonwealth of Virginia, Loudoun Circuit Court**	**Pending**
Feist v. RCN Corp. and Paxfire, Inc. Case No. 11 CIV 5836 (JGK)	**Lawsuit**	**Southern District of New York**	**Pending**
Feist v. RCN Corp. and Paxfire, Inc. Case No. 1:12-mc-91164	**Lawsuit**	**D. Mass**	**Pending**
Feist v. RCN Corp. and Paxfire, Inc. Case No. 12-cv-80119 SI	**Lawsuit**	**NC, N.C. Ca.**	**Pending**
Feist v. RCN Corp. and Paxfire, Inc. Case No. 12-cv-80135 SI	**Lawsuit**	**NC, N.D. Ca.**	**Pending**
Feist v. RCN Corp. and Paxfire, Inc. Case No. 12-cv-80121 SI	**Lawsuit**	**NC, N.D. Ca.**	**Pending**
Feist v. RCN Corp. and Paxfire, Inc. Case No. 12-cv-80140 SI	**Lawsuit**	**NC, N.D Ca.**	**Pending**
Meyer & Heeder GmbH & Co. KG v. Paxfire, Inc.	**Lawsuit**	**Circuit Court of Loudoun County (Virginia)**	**Pending**

None ■ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY

5. Repossessions, foreclosures and returns

None ■ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY

6. Assignments and receiverships

None ■ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT

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None ■ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY

7. Gifts

None ■ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than $200 in value per individual family member and charitable contributions aggregating less than $100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT

8. Losses

None ■ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS

9. Payments related to debt counseling or bankruptcy

None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Henry & O'Donnell, P.C. 300 N. Washington St. Suite 204 Alexandria, VA 22314	**Sept, 25, 2012 and Dec. 11, 2012.**	**$10,000 and $30,000 in retainers.**

10. Other transfers

None ■ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED

None ■ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY

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11. Closed financial accounts

None ■

List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING

12. Safe deposit boxes

None ■

List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY

13. Setoffs

None ■

List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF

14. Property held for another person

None ■

List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY

15. Prior address of debtor

None ☐

If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
45665 Willow Pond Plaza Sterling, VA 20164	**Paxfire, Inc.**	**2006-2012**

16. Spouses and Former Spouses

None ■

If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

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17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None ■ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW

None ■ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW

None ■ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION

18 . Nature, location and name of business

None ☐ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Navit, Inc.		**43490 Yukon Drive Ashburn, VA 20147**	**Wholly owned subsidiary engaged in development of intellectual property rights.**	**2009 - present**

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NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Almar Networks, Inc.		**43490 Yukon Drive Suite 102 Ashburn, VA 20147**	**Wholly owned subsidiary engaged in intellectual property development.**	**2008 - present**

None ■ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None ☐ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
Amy Kemon 19367 Wrenbury Lane Leesburg, VA 20175	**2005 - Present**

None ☐ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
Boyle & Company, PA	**97 Thomas Johnson Drive, Suite 203 Frederick, MD 21702**	**2005 - Present**

None ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
Mark Lewyn	**6255 North Kensington Street Mc Lean, VA 22101**
Doug Armentrout	**16790 Michelson Drive Purcellville, VA 20132**
Amy Kemon	**19367 Wrenbury Lane Leesburg, VA 20175**
Boyle & Company	**97 Thomas Johnson Drive, Suite 203 Frederick, MD 21702**

None ☐ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

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NAME AND ADDRESS	DATE ISSUED
Dun & Bradstreet	**2010**
McManamey & McManamey	**2011, 2012**

20. Inventories

None ■ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)

None ■ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS

21 . Current Partners, Officers, Directors and Shareholders

None ■ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST

None □ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Mark Lewyn 6255 North Kensington Street Mc Lean, VA 22101	**President**	**Greater than 5%**
Doug Armentrout 16790 Michelson Drive Purcellville, VA 20132	**Chief Operating Officer**	
Vivian Boswell 7312 Iron Bit Drive Warrenton, VA 20186	**Vice President**	
Alan Sullivan 17567 Tobermory Place Leesburg, VA 20175	**Shareholder**	**Greater than 5%**
Sezen Uysal 45999 Center Oak Plaza, Suite 100 Sterling, VA 20166	**Shareholder**	**Greater than 5%**
On Demand Venture Fund, LLC c/o Halsey Minor Le Petit Trianon 3800 Washington Street San Francisco, CA 94118	**Shareholder**	**Greater than 5%**

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22 . Former partners, officers, directors and shareholders

None ☐ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
Halsey Minor	**Le Petit Trianon 3800 Washington Street San Francisco, CA 94118**	**Director**

None ■ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION

23 . Withdrawals from a partnership or distributions by a corporation

None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Mark Lewyn 6255 North Kensington Street Mc Lean, VA 22101 Officer & Shareholder	**Annual compensation paid during the past year.**	**$201,934.72**
Doug Armentrout 16790 Michelson Drive Purcellville, VA 20132 Officer	**Annual compensation paid during the past year**	**$176,372.60**
Vivian F. Ramsey-Boswell 7312 Iron Bit Drive Warrenton, VA 20186 Officer	**Annual compensation paid during the past year.**	**$108,649.52**

24. Tax Consolidation Group.

None ■ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)

25. Pension Funds.

None ☐ If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
Paxfire 401K Plan	**20-1581859**

* * * * * *

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date **December 14, 2012** Signature **/s/ Mark Lewyn**
Mark Lewyn
President

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to $500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

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Paxfire, Inc.

Supplement to Question #3(b), Statement of Fin. Affairs

Paxfire, Inc.
Transactions by Account
As of December 10, 2012

Type	Date	Num	Name	Memo	Amount
Bank of America - Checking					
Paycheck	09/10/2012	10534	Amy S Kemon	Direct Deposit	0.00
Paycheck	09/10/2012	10535	Doug Armentrout	Direct Deposit	0.00
Paycheck	09/10/2012	10536	Mark Lewyn	Direct Deposit	0.00
Bill Pmt -Check	09/11/2012	10544	Chesapeake Industrial Leasing		-885.65
Bill Pmt -Check	09/11/2012	10545	Co-Location.com Inc.	August 2012 Level (3) Bandwith - Additional	-146.77
Bill Pmt -Check	09/11/2012	10546	Deer Park	Account No# 0435042387	-52.08
Bill Pmt -Check	09/11/2012	10547	Hewlett-Packard Financial Services Co	Customer No#: 2656700800	-1,155.01
Bill Pmt -Check	09/11/2012	10548	Lawrence Guidry	Billable hours 8/1/12-8/31/12	-1,162.50
Bill Pmt -Check	09/11/2012	10549	Stephen Platt	Feist vs RCN and Paxfire	-1,437.50
Bill Pmt -Check	09/11/2012	10550	Veritext New York Reporting Co		-1,871.55
Bill Pmt -Check	09/11/2012	10551	Verizon	Account number 0007321123407 79Y	-323.89
Bill Pmt -Check	09/11/2012	10552	Verizon Wireless	Account No# 520115095-00001	-931.03
Check	09/11/2012	DD	Employee Fiduciary	PR 9/7/12 and 9/10/12	-2,689.46
Check	09/11/2012	Wire	Mellon Bank	PR 9/7/12 and PR 9/10/12	-425.00
Payment	09/14/2012		BareFruit		191,218.37
Check	09/17/2012			Service Charge	-361.31
Bill Pmt -Check	09/18/2012	10558	Andrew Grosso & Associates		-1,860.63
Bill Pmt -Check	09/18/2012	10559	AT&T Mobility	Account No# 870697208	-1,028.76
Bill Pmt -Check	09/18/2012	10560	Boyle & Company	Work to date on 2011 C-corp tax return	-1,313.75
Bill Pmt -Check	09/18/2012	10561	Co-Location.com Inc.	October 2012 Level (3) Bandwith - Additional	-1,127.50
Bill Pmt -Check	09/18/2012	10562	County Of Loudoun		-5,960.55
Bill Pmt -Check	09/18/2012	10563	Dominion Virginia Power	Account No. 5168837366	-1,062.28
Bill Pmt -Check	09/18/2012	10564	Fedex	Account Number 2732-7716-1	-338.18
Bill Pmt -Check	09/18/2012	10565	Foundation IP		-650.00
Deposit	09/19/2012			Deposit	55.00
Payment	09/19/2012	1845	Xerocole		438,340.24
Liability Check	09/20/2012		Quickbooks Payroll	Created by Payroll Service on 09/18/2012	-20,149.95
Liability Check	09/20/2012		Quickbooks Payroll	Created by Payroll Service on 09/18/2012	-8,149.18
Paycheck	09/21/2012	10553	Amy S Kemon	Direct Deposit	0.00
Paycheck	09/21/2012	10554	Doug Armentrout	Direct Deposit	0.00
Paycheck	09/21/2012	10555	Mark Lewyn	Direct Deposit	0.00
Paycheck	09/21/2012	10556	Meenakshi R Bangad	Direct Deposit	0.00

Paxfire, Inc.
Transactions by Account
As of December 10, 2012

Type	Date	Num	Name	Memo	Amount
Paycheck	09/21/2012	10557	Syed K Rizvi	Direct Deposit	0.00
Liability Check	09/21/2012		Quickbooks Payroll	Created by Payroll Service on 09/19/2012	-13,581.31
Liability Check	09/21/2012		Quickbooks Payroll	Created by Payroll Service on 09/19/2012	-3,094.49
Paycheck	09/21/2012	10569	Syed K Rizvi	Direct Deposit	0.00
Check	09/21/2012	DD	Employee Fiduciary	PR 9/21/12 and PR 9/24/12	-3,315.40
Check	09/21/2012	Wire	Mellon Bank	PR 9/21/12 and PR 9/24/12	-110.00
Paycheck	09/24/2012	10566	Amy S Kemon	Direct Deposit	0.00
Paycheck	09/24/2012	10567	Doug Armentrout	Direct Deposit	0.00
Paycheck	09/24/2012	10568	Mark Lewyn	Direct Deposit	0.00
Bill Pmt -Check	09/25/2012	10570	Andrew Grosso & Associates		-15,000.00
Bill Pmt -Check	09/25/2012	10571	Internap Network Services		-8,668.14
Bill Pmt -Check	09/25/2012	10572	Anthem	Account Number 76265-001	-8,586.40
Bill Pmt -Check	09/25/2012	10573	Dominion Business Law PLC	May - August 2012	-981.31
Bill Pmt -Check	09/25/2012	10574	Equinix Australia	VOID:	0.00
Bill Pmt -Check	09/25/2012	10575	Equinix, Inc.	Rental charges for Ashburn VA IBX Center	-1,611.00
Bill Pmt -Check	09/25/2012	10576	Esquire Deposition Solutions LLC		-1,750.91
Bill Pmt -Check	09/25/2012	10577	RRP, LLC	October 2012 Rent	-11,537.16
Bill Pmt -Check	09/25/2012	10578	Henry & O'Donnell PC	Retainer	-10,000.00
Bill Pmt -Check	09/25/2012	10605	Guardian	Group ID 00460692	-2,119.62
Bill Pmt -Check	09/26/2012	10579	Cavalier Telephone	May12Xcact	-1,078.44
Bill Pmt -Check	09/26/2012	10580	Cincinnati Bell Telephone, LLC		-6,423.26
Bill Pmt -Check	09/26/2012	10581	Cisp		-89.56
Bill Pmt -Check	09/26/2012	10582	Cogent	VOID:	0.00
Bill Pmt -Check	09/26/2012	10583	DynDNS		-533.14
Bill Pmt -Check	09/26/2012	10584	ENAI		-327.77
Bill Pmt -Check	09/26/2012	10585	Fibernet	May12Xcact	-36.39
Bill Pmt -Check	09/26/2012	10586	Frontier - Rev Share		-1,711.08
Bill Pmt -Check	09/26/2012	10587	GLobalPops	May12Xcact	-564.87
Bill Pmt -Check	09/26/2012	10588	Hughes Network Systems, LLC		-212.15
Bill Pmt -Check	09/26/2012	10589	IBBS	VOID:	0.00
Bill Pmt -Check	09/26/2012	10590	Insight Communications		-22.67
Bill Pmt -Check	09/26/2012	10591	LocalNet	May12Xcact	-0.05
Bill Pmt -Check	09/26/2012	10592	Megapath		-123.38

Paxfire, Inc.
Transactions by Account
As of December 10, 2012

Type	Date	Num	Name	Memo	Amount
Bill Pmt -Check	09/26/2012	10593	One Communications Corp		-530.89
Bill Pmt -Check	09/26/2012	10594	Primus	VOID: May12Bfyhact	0.00
Bill Pmt -Check	09/26/2012	10595	RCN		-16.29
Bill Pmt -Check	09/26/2012	10596	ServerPlus	May12Xcact	-67.23
Bill Pmt -Check	09/26/2012	10597	Spacenet, Inc.		-57.30
Bill Pmt -Check	09/26/2012	10598	Sprint Mobile		-929.20
Bill Pmt -Check	09/26/2012	10599	TelePacific		-11.09
Bill Pmt -Check	09/26/2012	10600	Time Warner		-1.05
Bill Pmt -Check	09/26/2012	10601	TMobile		-30,556.10
Bill Pmt -Check	09/26/2012	10602	US Lec		-2,329.61
Bill Pmt -Check	09/26/2012	10603	Verizon Business	VOID: C1024007	0.00
Bill Pmt -Check	09/26/2012	10604	Zayo	May12Xcact	-122.01
Bill Pmt -Check	09/26/2012		Earthlink	VOID:	0.00
Bill Pmt -Check	09/26/2012		Verizon Res	VOID:	0.00
Payment	09/26/2012	2711	Admedia		1,298.49
Payment	09/26/2012	13022	Jumptap		7,288.35
Payment	09/26/2012		Ebay		1,832.18
Bill Pmt -Check	09/28/2012	Wire	01 Communications		-79.58
Bill Pmt -Check	09/28/2012	Wire	Optus	May12Xcact	-7,083.20
Bill Pmt -Check	09/28/2012	Wire	Rogers		-7,057.41
Bill Pmt -Check	09/28/2012	Wire	Windstream		-56,090.16
Bill Pmt -Check	09/28/2012	Wire	Alpha Global Partners	June 2012 - Optus	-230.00
Payment	09/28/2012		Amazon		1,030.88
Payment	10/01/2012		Adknowledge		120.40
Bill Pmt -Check	10/02/2012	10606	Andrew Grosso & Associates		-2,137.94
Bill Pmt -Check	10/02/2012	10607	Foundation IP	Account Number US3700521	-325.00
Bill Pmt -Check	10/02/2012	10608	McManamey & McManamey	Package, Umbrella, Workers Comp rfom 9/22/12	-10,875.00
Bill Pmt -Check	10/02/2012	10609	Sprint	457442396	-224.80
Bill Pmt -Check	10/02/2012	10610	Veritext New York Reporting Co		-1,928.46
Bill Pmt -Check	10/02/2012	10611	XO Communications		-2,216.33
Bill Pmt -Check	10/02/2012	10612	American Express	Account Number 3787-509164-01007	-5,482.84
Bill Pmt -Check	10/02/2012	10613	Andrew Grosso & Associates	Feist - June 2012	-44,134.50
Bill Pmt -Check	10/02/2012	10614	Andrew Grosso & Associates	Feist - July 2012	-35,955.00

Paxfire, Inc.
Transactions by Account
As of December 10, 2012

Type	Date	Num	Name	Memo	Amount
Bill Pmt -Check	10/02/2012	10615	Andrew Grosso & Associates	Feist - August 2012	-36,543.50
Liability Check	10/04/2012		Quickbooks Payroll	Created by Payroll Service on 10/01/2012	-28,041.49
Paycheck	10/05/2012	10616	Amy S Kemon	Direct Deposit	0.00
Paycheck	10/05/2012	10617	Doug Armentrout	Direct Deposit	0.00
Paycheck	10/05/2012	10618	Mark Lewyn	Direct Deposit	0.00
Paycheck	10/05/2012	10619	Meenakshi R Bangad	Direct Deposit	0.00
Paycheck	10/05/2012	10620	Syed K Rizvi	Direct Deposit	0.00
Liability Check	10/05/2012		Quickbooks Payroll	Created by Payroll Service on 10/01/2012	-11,965.42
Paycheck	10/05/2012	10624	Syed K Rizvi		0.00
Paycheck	10/09/2012	10621	Amy S Kemon	Direct Deposit	0.00
Paycheck	10/09/2012	10622	Doug Armentrout		-4,852.65
Paycheck	10/09/2012	10623	Mark Lewyn	Direct Deposit	0.00
Check	10/09/2012	10624	Meenakshi R Bangad	Expenses	-220.00
Bill Pmt -Check	10/09/2012	10625	Andrew Grosso & Associates	Feist case	-25,783.00
Bill Pmt -Check	10/09/2012	10626	Broadview Networks	Account NUmber 703-318-AAAF 332	-5.77
Bill Pmt -Check	10/09/2012	10627	Chesapeake Industrial Leasing	VOID:	0.00
Bill Pmt -Check	10/09/2012	10628	Employee Fiduciary	Plan services fees for the 4th quarter	-405.47
Bill Pmt -Check	10/09/2012	10629	Expedient	VOID:	0.00
Bill Pmt -Check	10/09/2012	10630	Fedex	Account Number 2732-7716-1	-62.38
Bill Pmt -Check	10/09/2012	10631	Hewlett-Packard Financial Services Co	Customer No#: 2656700800	-1,784.84
Bill Pmt -Check	10/09/2012	10632	Veritext New York Reporting Co	Betsy Feist vs RCN	-315.75
Bill Pmt -Check	10/09/2012	10633	Verizon Wireless	Account No# 520115095-00001	-1,004.23
Bill Pmt -Check	10/09/2012	10634	Vladislav Staroselskiy Consulting	Services on Sept 25 2012	-127.50
Check	10/10/2012	DD	Employee Fiduciary	PR 10/5/12 and PR 10/9/12	-3,339.44
Check	10/10/2012	Wire	Mellon Bank	PR 10/5/12 and 10/9/12	-110.00
Liability Check	10/11/2012		Quickbooks Payroll	Created by Payroll Service on 10/10/2012	-1.50
Payment	10/15/2012		BareFruit		67,114.86
Check	10/15/2012			Service Charge	-260.78
Bill Pmt -Check	10/16/2012	10635	Andrew Grosso & Associates	Feist case - Expenses July - Septmber 2012	-317.18
Bill Pmt -Check	10/16/2012	10636	AT&T Mobility	Account No# 870697208	-1,209.26
Bill Pmt -Check	10/16/2012	10637	James A Moody	Feist case	-12,293.50
Bill Pmt -Check	10/16/2012	10638	Verizon	Account number 0007321123407 79Y	-323.89
Payment	10/17/2012	1862	Xerocole		435,471.98

Paxfire, Inc.
Transactions by Account
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Type	Date	Num	Name	Memo	Amount
Deposit	10/17/2012			Deposit	191.00
Payment	10/17/2012	13228	Jumptap		2,936.76
Liability Check	10/18/2012		Quickbooks Payroll	Created by Payroll Service on 10/16/2012	-28,047.47
Liability Check	10/19/2012		Quickbooks Payroll	Created by Payroll Service on 10/16/2012	-9,152.34
Paycheck	10/19/2012	10642	Amy S Kemon	Direct Deposit	0.00
Paycheck	10/19/2012	10643	Doug Armentrout	Direct Deposit	0.00
Paycheck	10/19/2012	10644	Mark Lewyn	Direct Deposit	0.00
Paycheck	10/19/2012	10645	Meenakshi R Bangad	Direct Deposit	0.00
Paycheck	10/19/2012	10646	Syed K Rizvi	Direct Deposit	0.00
Paycheck	10/22/2012	10639	Amy S Kemon	Direct Deposit	0.00
Paycheck	10/22/2012	10640	Doug Armentrout	Direct Deposit	0.00
Paycheck	10/22/2012	10641	Mark Lewyn	Direct Deposit	0.00
Check	10/22/2012	DD	Employee Fiduciary	PR 10/19/12 and PR 10/22/12	-3,182.71
Bill Pmt -Check	10/23/2012	10647	Boyle & Company	Work to date on 2011 C-corp tax return	-550.00
Bill Pmt -Check	10/23/2012	10648	Dominion Virginia Power	Account No. 5168837366	-860.65
Bill Pmt -Check	10/23/2012	10649	Internap Network Services	VOID: October 2012	0.00
Transfer	10/23/2012			Funds Transfer	-300,000.00
Check	10/23/2012	Wire	Mellon Bank	PR 10/19/22 and 10/22/12	-110.00
Bill Pmt -Check	10/24/2012	Wire	Optus	Jun12Xcact	-6,900.02
Bill Pmt -Check	10/24/2012	Wire	Alpha Global Partners	July 2012 - Optus	-152.59
Bill Pmt -Check	10/25/2012	Wire	01 Communications		-60.31
Bill Pmt -Check	10/25/2012	Wire	Windstream		-41,275.54
Bill Pmt -Check	10/25/2012	10650	Cavalier Telephone	Jun12Xcact	-1,231.68
Bill Pmt -Check	10/25/2012	10651	Cincinnati Bell Telephone, LLC		-7,550.18
Bill Pmt -Check	10/25/2012	10652	Cisp	VOID: Jun12Xcact	0.00
Bill Pmt -Check	10/25/2012	10653	CoreTel	VOID: May12Adact	0.00
Bill Pmt -Check	10/25/2012	10654	DynDNS		-1,513.97
Bill Pmt -Check	10/25/2012	10655	ENAI	VOID:	0.00
Bill Pmt -Check	10/25/2012	10656	Fibernet	VOID: Jun12Xcact	0.00
Bill Pmt -Check	10/25/2012	10657	GLobalPops	VOID:	0.00
Bill Pmt -Check	10/25/2012	10658	Hughes Network Systems, LLC	VOID:	0.00
Bill Pmt -Check	10/25/2012	10659	Insight Communications	VOID:	0.00
Bill Pmt -Check	10/25/2012	10660	Megapath	VOID: Jun12Xcact	0.00

Paxfire, Inc.
Transactions by Account
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Type	Date	Num	Name	Memo	Amount
Bill Pmt -Check	10/25/2012	10661	One Communications Corp	VOID:	0.00
Bill Pmt -Check	10/25/2012	10662	Primus	VOID: Jun12Xcact	0.00
Bill Pmt -Check	10/25/2012	10663	RCN	VOID: June12BFcpaact	0.00
Bill Pmt -Check	10/25/2012	10664	ServerPlus	VOID: Jun12Xcact	0.00
Bill Pmt -Check	10/25/2012	10665	Spacenet, Inc.	VOID:	0.00
Bill Pmt -Check	10/25/2012	10666	Sprint Mobile		-1,153.66
Bill Pmt -Check	10/25/2012	10667	TelePacific	VOID:	0.00
Bill Pmt -Check	10/25/2012	10668	Time Warner	VOID:	0.00
Bill Pmt -Check	10/25/2012	10669	TMobile		-32,384.22
Bill Pmt -Check	10/25/2012	10670	US Lec		-2,655.48
Bill Pmt -Check	10/25/2012	10671	WideOpenWest Finance, LLC	VOID: May12Amact	0.00
Bill Pmt -Check	10/25/2012	10672	Zayo	VOID: Jun12Xcact	0.00
Payment	10/25/2012	70246973	Frontier		36,781.00
Payment	10/25/2012	2801	Admedia		1,273.95
Payment	10/26/2012		Ebay		1,584.02
Bill Pmt -Check	10/30/2012	10678	Anthem	Account Number 76265-001	-8,586.40
Bill Pmt -Check	10/30/2012	10679	Guardian	Group ID 00460692	-2,119.62
Bill Pmt -Check	10/30/2012	10680	Hewlett-Packard Financial Services Co	VOID: Customer No#: 2656700800	0.00
Bill Pmt -Check	10/30/2012	10681	RRP, LLC	November 2012 Rent	-11,537.16
Bill Pmt -Check	10/30/2012	10682	Sprint	457442396	-225.20
Bill Pmt -Check	10/30/2012	10683	XO Communications	VOID:	0.00
Payment	10/31/2012		Amazon		1,082.69
Liability Check	11/01/2012		Quickbooks Payroll	Created by Payroll Service on 10/29/2012	-25,255.37
Bill Pmt -Check	11/01/2012	WIRE	Rogers		-20,878.80
Check	11/01/2012	DD	Employee Fiduciary	PR 11/2/12	-2,173.02
Check	11/01/2012	WIRE	Mellon Bank	PR 11/2/12	-85.00
Payment	11/01/2012		Adknowledge		1,551.48
Paycheck	11/02/2012	10673	Amy S Kemon	Direct Deposit	0.00
Paycheck	11/02/2012	10674	Doug Armentrout	Direct Deposit	0.00
Paycheck	11/02/2012	10675	Mark Lewyn	Direct Deposit	0.00
Paycheck	11/02/2012	10676	Meenakshi R Bangad	Direct Deposit	0.00
Paycheck	11/02/2012	10677	Syed K Rizvi	Direct Deposit	0.00
Check	11/06/2012	10684	Amy S Kemon	Expense Report	-693.74

Paxfire, Inc.
Transactions by Account
As of December 10, 2012

Type	Date	Num	Name	Memo	Amount
Bill Pmt -Check	11/06/2012	10685	American Express	Account Number 3787-509164-01007	-1,043.25
Bill Pmt -Check	11/06/2012	10686	Andrew Grosso & Associates	Feist case	-14,994.16
Bill Pmt -Check	11/06/2012	10687	Broadview Networks	Account NUmber 703-318-AAAF 332	-5.78
Bill Pmt -Check	11/06/2012	10688	Chesapeake Industrial Leasing	VOID:	0.00
Bill Pmt -Check	11/06/2012	10689	Deer Park	Account No# 0435042387	-61.61
Bill Pmt -Check	11/06/2012	10690	Foundation IP	VOID: Account Number US3700521	0.00
Bill Pmt -Check	11/06/2012	10691	McManamey & McManamey		-9,782.43
Bill Pmt -Check	11/06/2012	10692	Verizon	Account number 0007321123407 79Y	-324.68
Bill Pmt -Check	11/06/2012	10693	Verizon Wireless	Account No# 520115095-00001	-857.43
Bill Pmt -Check	11/13/2012	10694	Andrew Grosso & Associates	11/5 and 11/6 San Francisco	-364.83
Bill Pmt -Check	11/13/2012	10695	Treasurer of Virginia	Annual Registration Fee - F162361-2	-1,700.00
Bill Pmt -Check	11/13/2012	10707	AT&T Mobility	Account No# 870697208	-22.91
Bill Pmt -Check	11/13/2012	10708	Lawrence Guidry	Billable hours 11/9/12	-375.00
General Journal	11/14/2012	R	Matthew B Kirn	Reverse of GJE -- For CHK 10106 voided on 11	97.90
Payment	11/14/2012		BareFruit		3,306.47
Liability Check	11/15/2012		Quickbooks Payroll	Created by Payroll Service on 11/14/2012	-20,620.96
Check	11/15/2012			Service Charge	-212.37
Liability Check	11/16/2012		Quickbooks Payroll	Created by Payroll Service on 11/13/2012	-19,618.42
Paycheck	11/16/2012	10703	Meenakshi R Bangad	Direct Deposit	0.00
Paycheck	11/16/2012	10700	Amy S Kemon	Direct Deposit	0.00
Paycheck	11/16/2012	10701	Doug Armentrout	Direct Deposit	0.00
Paycheck	11/16/2012	10702	Mark Lewyn	Direct Deposit	0.00
Paycheck	11/16/2012	10704	Syed K Rizvi	Direct Deposit	0.00
Check	11/16/2012	DD	Employee Fiduciary	PR 11/16/12	-4,444.77
Bill Pmt -Check	11/16/2012	10709	Andrew Grosso & Associates	October 12 additional expenses	-137.00
Bill Pmt -Check	11/16/2012	10710	Co-Location.com Inc.	November 2012 Level (3) Bandwith - Additional	-225.50
Bill Pmt -Check	11/16/2012	10711	Andrew Grosso & Associates	November 12 expenses	-93.28
Bill Pmt -Check	11/16/2012	10712	McManamey & McManamey	D&O - 10/31/2012-10/31/2013	-12,441.78
Bill Pmt -Check	11/16/2012	10713	Guardian	Group ID 00460692	-2,119.62
Paycheck	11/19/2012	10696	Amy S Kemon	Direct Deposit	0.00
Paycheck	11/19/2012	10697	Doug Armentrout		-5,396.41
Paycheck	11/19/2012	10698	Mark Lewyn	Direct Deposit	0.00
Paycheck	11/19/2012	10699	Meenakshi R Bangad	Direct Deposit	0.00

Paxfire, Inc.
Transactions by Account
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Type	Date	Num	Name	Memo	Amount
Payment	11/19/2012	13504	Jumptap		1,224.77
Deposit	11/19/2012			Deposit	20.00
Payment	11/20/2012	1878	Xerocole		455,435.83
Transfer	11/20/2012			Funds Transfer	-100,000.00
Liability Check	11/23/2012		Quickbooks Payroll	Created by Payroll Service on 11/20/2012	-24,552.92
Payment	11/23/2012		Ebay		55.43
Paycheck	11/26/2012	10714	Amy S Kemon	Direct Deposit	0.00
Paycheck	11/26/2012	10715	Doug Armentrout	Direct Deposit	0.00
Paycheck	11/26/2012	10716	Mark Lewyn	Direct Deposit	0.00
Paycheck	11/26/2012	10717	Meenakshi R Bangad	Direct Deposit	0.00
Bill Pmt -Check	11/27/2012	10718	Anthem	Account Number 76265-001	-8,586.40
Bill Pmt -Check	11/27/2012	10719	Dominion Virginia Power	Account No. 5168837366	-838.75
Bill Pmt -Check	11/27/2012	10720	RRP, LLC	VOID: December 2012 Rent	0.00
Bill Pmt -Check	11/27/2012	Wire	Optus	July12Xcact	-4,577.80
Bill Pmt -Check	11/27/2012	Wire	Alpha Global Partners	August 2012 - Optus	-198.32
Bill Pmt -Check	11/28/2012	Wire	Rogers		-19,624.12
Bill Pmt -Check	11/28/2012	Wire	Windstream		-43,409.36
Bill Pmt -Check	11/28/2012	10729	Cavalier Telephone	VOID:	0.00
Bill Pmt -Check	11/28/2012	10730	Cincinnati Bell Telephone, LLC	VOID:	0.00
Bill Pmt -Check	11/28/2012	10731	DynDNS	VOID:	0.00
Bill Pmt -Check	11/28/2012	10732	Sprint Mobile		-1,695.41
Bill Pmt -Check	11/28/2012	10733	TMobile		-39,879.20
Bill Pmt -Check	11/28/2012	10734	US Lec	VOID:	0.00
Check	11/28/2012	Wire	Mellon Bank	PR 11/16/12	-1,085.00
Check	11/28/2012	Wire	Mellon Bank	PR 11/30/12	-60.00
Liability Check	11/29/2012		Quickbooks Payroll	Created by Payroll Service on 11/27/2012	-20,202.75
Payment	11/29/2012		Amazon		757.76
Paycheck	11/30/2012	10721	Amy S Kemon	Direct Deposit	0.00
Paycheck	11/30/2012	10722	Doug Armentrout	Direct Deposit	0.00
Paycheck	11/30/2012	10723	Mark Lewyn	Direct Deposit	0.00
Paycheck	11/30/2012	10724	Meenakshi R Bangad	Direct Deposit	0.00
Liability Check	11/30/2012		Quickbooks Payroll	Created by Payroll Service on 11/27/2012	-24,631.92
Check	11/30/2012	DD	Employee Fiduciary	PR 11/30/12	-4,325.77

Paxfire, Inc.
Transactions by Account
As of December 10, 2012

Type	Date	Num	Name	Memo	Amount
Paycheck	12/03/2012	10725	Amy S Kemon	Direct Deposit	0.00
Paycheck	12/03/2012	10726	Doug Armentrout	Direct Deposit	0.00
Paycheck	12/03/2012	10727	Mark Lewyn	Direct Deposit	0.00
Paycheck	12/03/2012	10728	Meenakshi R Bangad	Direct Deposit	0.00
Check	12/03/2012	Wire	Chesapeake Industrial Leasing	Payoff telephone lease	-6,544.15
Bill Pmt -Check	12/04/2012	10735	American Express	Account Number 3787-509164-01007	-2,187.57
Bill Pmt -Check	12/04/2012	10736	Andrew Grosso & Associates	November 2012 -	-14,868.00
Bill Pmt -Check	12/04/2012	10737	Deer Park	Account No# 0435042387	-21.39
Bill Pmt -Check	12/04/2012	10738	James A Moody	Feist case	-1,593.75
Bill Pmt -Check	12/04/2012	10739	Sprint	457442396	-229.83
Bill Pmt -Check	12/04/2012	10740	Verizon Wireless	Account No# 520115095-00001	-901.11
Payment	12/06/2012	2960	Admedia		1,228.21
Liability Check	12/07/2012		Quickbooks Payroll	Created by Payroll Service on 12/06/2012	-28,651.17
Bill Pmt -Check	12/07/2012	10745	Verizon	Account number 0007321123407 79Y	-324.68
Bill Pmt -Check	12/07/2012	10746	Lawrence Guidry	Billable hours 11/20/12	-225.00
Bill Pmt -Check	12/07/2012	10747	Henry & O'Donnell PC	Retainer	-30,000.00
Paycheck	12/10/2012	10741	Amy S Kemon	Direct Deposit	0.00
Paycheck	12/10/2012	10742	Doug Armentrout	Direct Deposit	0.00
Paycheck	12/10/2012	10743	Mark Lewyn	Direct Deposit	0.00
Paycheck	12/10/2012	10744	Meenakshi R Bangad	Direct Deposit	0.00
Total Bank of America - Checking					186,936.76
Bank of America - MMA					
Deposit	09/28/2012			Interest	0.58
Transfer	10/23/2012			Funds Transfer	300,000.00
Deposit	10/31/2012			Interest	8.79
Transfer	11/20/2012			Funds Transfer	100,000.00
Deposit	11/30/2012			Interest	22.90
Total Bank of America - MMA					400,032.27
TOTAL					**586,969.03**

Form B203 2005 USBC, Eastern District of Virginia

United States Bankruptcy Court
Eastern District of Virginia

In re **Paxfire, Inc.** Debtor(s) Case No. Chapter **11**

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor(s) and that compensation paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	$	**40,000.00**
Prior to the filing of this statement I have received	$	**40,000.00**
Balance Due	$	**0.00**

2. The source of the compensation paid to me was:

■ Debtor ☐ Other *(specify)*

3. The source of compensation to be paid to me is:

■ Debtor ☐ Other *(specify)*

4. ■ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation, is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:
   a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
   b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
   c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
   d. Other provisions as needed:

6. By agreement with the debtor(s), the above-disclosed fee does not include the following services:
   Any representation in contested matters, adversary proceedings or other litigation.

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CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

December 14, 2012
Date

/s/ Kevin M. O'Donnell
Kevin M. O'Donnell
Signature of Attorney

Henry & O'Donnell, PC
Name of Law Firm
300 N. Washington Street
Suite 204
Alexandria, VA 22314
(703)548-2100 Fax: (703)548-2105

For use in Chapter 13 Cases where Fees Requested Not in Excess of $3,000
(For all Cases Filed on or after 10/17/2005)

NOTICE TO DEBTOR(S) AND STANDING TRUSTEE PURSUANT TO INTERIM PROCEDURE 2016-1(C)(7)

Notice is hereby given that pursuant to Local Bankruptcy Rule 2016-1(C)(7)(a), you have ten (10) business days from the meeting of creditors in this case in which to file an objection with the court to the fees requested in this disclosure of compensation opposing said fees in their entirety, or in a specific amount.

PROOF OF SERVICE

The undersigned hereby certifies that on this date the foregoing Notice was served upon the debtor(s), the standing Chapter 13 Trustee, and U. S. Trustee pursuant to Interim Procedure 2016-1(C)(7)(a) and Local Bankruptcy Rule 2002-1(D)(1)(f), by first-class mail or electronically.

Date

Signature of Attorney

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United States Bankruptcy Court
Eastern District of Virginia

In re **Paxfire, Inc.**, Debtor

Case No. _____

Chapter **11**

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Alan Sullivan 17567 Tobermory Place Leesburg, VA 20175	**Common**	**12,750,000**	
Andrew Pollner 4100 Cathedral Ave., NW Suite 703 Washington, DC 20016	**Preferred**	**308,500**	
Bob Garfield 12024 Gatewater drive Potomac, MD 20854	**Preferred**	**308,500**	
Mark Lewyn 6255 North Kensington Street Mc Lean, VA 22101	**Common**	**12,750,000**	
On Demand Venture Fund, LLC c/o Halsey Minor 3800 Washington Street San Francisco, CA 94118	**Preferred**	**14,084,500**	
Sezen Uysal 45999 Center Oak Plaza Suite 100 Sterling, VA 20166	**Common**	**4,486,150**	

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **December 14, 2012** Signature **/s/ Mark Lewyn**

Mark Lewyn
President

Penalty for making a false statement or concealing property: Fine of up to $500,000 or imprisonment for up to 5 years or both. 18 U.S.C §§ 152 and 3571.

0 continuation sheets attached to List of Equity Security Holders

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El Dorado Hills, CA 95762

01 Communications
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Sacramento, CA 95814

Alan Sullivan
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Leesburg, VA 20175

Alpha Global Partners Pty Ltd
1888 Kalakau Avenue
Honolulu, HI 96815

Amy S. Kemon
19367 Wrenbury Lane
Leesburg, VA 20175

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1101 30th Street, NW
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Cavalier Telephone, LLC
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CISP
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Core Tel
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DN Lookup
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Doug Armentrout
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DynDNS
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Earthlink
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Electronic Frontier Foundation
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Louisville, CO 80027

United States Bankruptcy Court
Eastern District of Virginia

In re **Paxfire, Inc.** Debtor(s)

Case No.

Chapter **11**

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Paxfire, Inc.** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

■ None [*Check if applicable*]

December 14, 2012
Date

/s/ Kevin M. O'Donnell
Kevin M. O'Donnell
Signature of Attorney or Litigant
Counsel for **Paxfire, Inc.**

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